

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PetroQuest Energy, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-12609 (CTG)

(Jointly Administered)

Re: Docket No. __

**FIRST OMNIBUS ORDER (I) AUTHORIZING REJECTION OF CERTAIN
EXECUTORY CONTRACTS, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”), pursuant to sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, for entry of an order (this “Order”): (i) authorizing the Debtors to reject the agreements identified on Exhibit 1 attached hereto (together, to the extent applicable, with all exhibits, appendices, supplements, documents, and agreements ancillary thereto, in each case as amended, modified, or supplemented from time to time, the “Agreements”), and (ii) granting related relief; and this Court having reviewed the Motion; and due and sufficient notice of the Motion having been provided to all parties in interest; and it further appearing that no other or further notice or hearing is required; and it appearing that the relief requested by this Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PetroQuest Energy, Inc. (0714), PetroQuest Energy, L.L.C. (2439), PetroQuest Oil & Gas, L.L.C. (1170), and PQ Holdings LLC (7576). The Debtors’ corporate headquarters is 400 E. Kaliste Saloom Road, Suite 5200, Lafayette, LA 70508.

² Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Motion.

2. Pursuant to sections 105(a) and 365(a) of the Bankruptcy Code, the Agreements, including, to the extent applicable, all exhibits, appendices, supplements, documents, and agreements ancillary thereto, in each case as amended, modified, or supplemented from time to time, are hereby rejected by the Debtors.

3. Within two (2) business days after entry of this Order, the Debtors shall serve this Order on the Counterparties.

4. Claims relating to the rejection of the Agreements shall be filed in accordance with any bar date order to be entered in these Chapter 11 Cases.

5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing in the Motion or this Order shall: (a) constitute an admission as to the validity or priority of any claim against the Debtors; (b) constitute a waiver of the Debtors' rights to dispute any claim or assert any defenses or counterclaims to such claim or against the applicable claim proponent; or (c) prohibit the Debtors from seeking to reject any other executory contracts or unexpired leases.

6. The Motion complies with the requirements of Bankruptcy Rule 6006(f).

7. Notwithstanding any stay of this Order, whether arising from Bankruptcy Rule 6006 or otherwise, the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

8. The Debtors' rights with respect to any existing defaults of the Counterparties to the Agreements, and all defenses and counterclaims to any rejection damages claims, are hereby preserved.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

EXHIBIT 1

Agreements

Contract Counterparty	Contract Number	Debtor	Description of Contract
BI Gulf Coast, LLC	00060055	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 10/28/2011 PQ No. A18360008-00
Gallinule LLC	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
Gallinule LLC	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
Gallinule LLC	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
Gallinule LLC	00027659	PetroQuest Energy, L.L.C.	Correction to First Amendment to Participation Agreement Dated: 07/16/2008
Gallinule LLC	00026024	PetroQuest Energy, L.L.C.	Amendment to Participation Agreement Dated: 01/15/2009 PQ No. C18360061-00
Gallinule LLC	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
Gallinule LLC	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00
Gallinule LLC	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
Gallinule LLC	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010 PQ No. A18360005-00
Guardian Oil & Natural Gas Inc	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
Guardian Oil & Natural Gas Inc	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
Guardian Oil & Natural Gas Inc	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
Guardian Oil & Natural Gas Inc	00027659	PetroQuest Energy, L.L.C.	Correction to First Amendment to Participation Agreement Dated: 07/16/2008

Contract Counterparty	Contract Number	Debtor	Description of Contract
Guardian Oil & Natural Gas Inc	00026024	PetroQuest Energy, L.L.C.	Amendment to Participation Agreement Dated: 01/15/2009 PQ No. C18360061-00
Guardian Oil & Natural Gas Inc	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
Guardian Oil & Natural Gas Inc	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00
Guardian Oil & Natural Gas Inc	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
Guardian Oil & Natural Gas Inc	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010 PQ No. A18360005-00
Gulf Coast Midwest Energy Capital #5 LP	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
Gulf Coast Midwest Energy Capital #5 LP	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
Gulf Coast Midwest Energy Capital #5 LP	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
Gulf Coast Midwest Energy Capital #5 LP	00027659	PetroQuest Energy, L.L.C.	Correction to First Amendment to Participation Agreement Dated: 07/16/2008
Gulf Coast Midwest Energy Capital #5 LP	00026024	PetroQuest Energy, L.L.C.	Amendment to Participation Agreement Dated: 01/15/2009 PQ No. C18360061-00
Gulf Coast Midwest Energy Capital #5 LP	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
Gulf Coast Midwest Energy Capital #5 LP	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00
Gulf Coast Midwest Energy Capital #5 LP	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
Gulf Coast Midwest Energy Capital #5 LP	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010 PQ No. A18360005-00
Isadore Delcambre Estate	00055777	PetroQuest Energy, L.L.C.	Pipelines Servitude, Right-of Way and Easement and Production Facility Surface Use Servitude Effective: June 1, 2011 PQ No. S18360003-00

Contract Counterparty	Contract Number	Debtor	Description of Contract
Isadore Delcambre Estate	00124597	PetroQuest Energy, L.L.C.	Amendment to Pipelines Servitude, Right-of Way and Easement and Production Facility Surface Use Servitude Effective: June 1, 2011 PQ No. C18360312-00
Isadore Delcambre Estate		PetroQuest Energy, L.L.C.	Second Amendment to Pipelines Servitude, Right-of Way and Easement and Production Facility Surface Use Servitude Effective: June 1, 2011
Isadore Delcambre Estate		PetroQuest Energy, L.L.C.	Third Amendment to Pipelines Servitude, Right-of Way and Easement and Production Facility Surface Use Servitude Effective: June 1, 2011
Isadore Delcambre Estate		PetroQuest Energy, L.L.C.	Fourth Amendment to Pipelines Servitude, Right-of Way and Easement and Production Facility Surface Use Servitude Effective: June 1, 2011
JGC Exploration Eagle Ford LLC	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
JGC Exploration Eagle Ford LLC	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
JGC Exploration Eagle Ford LLC	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
JGC Exploration Eagle Ford LLC	00027659	PetroQuest Energy, L.L.C.	Correction to First Amendment to Participation Agreement Dated: 07/16/2008
JGC Exploration Eagle Ford LLC	00026024	PetroQuest Energy, L.L.C.	Amendment to Participation Agreement Dated: 01/15/2009 PQ No. C18360061-00
JGC Exploration Eagle Ford LLC	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
JGC Exploration Eagle Ford LLC	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00
JGC Exploration Eagle Ford LLC	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
JGC Exploration Eagle Ford LLC	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010 PQ No. A18360005-00
Petrosoil Partners Ltd	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00

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Petrosoil Partners Ltd	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
Petrosoil Partners Ltd	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
Petrosoil Partners Ltd	00027659	PetroQuest Energy, L.L.C.	Correction to First Amendment to Participation Agreement Dated: 07/16/2008
Petrosoil Partners Ltd	00026024	PetroQuest Energy, L.L.C.	Amendment to Participation Agreement Dated: 01/15/2009 PQ No. C18360061-00
Petrosoil Partners Ltd	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
Petrosoil Partners Ltd	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00
Petrosoil Partners Ltd	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
Petrosoil Partners Ltd	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010 PQ No. A18360005-00
Talos Resources LLC	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
Talos Resources LLC	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
Talos Resources LLC	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
Talos Resources LLC	00027659	PetroQuest Energy, L.L.C.	Correction to First Amendment to Participation Agreement Dated: 07/16/2008
Talos Resources LLC	00026024	PetroQuest Energy, L.L.C.	Amendment to Participation Agreement Dated: 01/15/2009 PQ No. C18360061-00
Talos Resources LLC	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
Talos Resources LLC	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00
Talos Resources LLC	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
Talos Resources LLC	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010

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			PQ No. A18360005-00
The Chalkley Exploration Group LLC	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
The Chalkley Exploration Group LLC	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
The Chalkley Exploration Group LLC	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
The Chalkley Exploration Group LLC	00027659	PetroQuest Energy, L.L.C.	Correction to First Amendment to Participation Agreement Dated: 07/16/2008
The Chalkley Exploration Group LLC	00026024	PetroQuest Energy, L.L.C.	Amendment to Participation Agreement Dated: 01/15/2009 PQ No. C18360061-00
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The Chalkley Exploration Group LLC	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
The Chalkley Exploration Group LLC	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010 PQ No. A18360005-00
Vermilion Holdings 26, LLC	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
Vermilion Holdings 26, LLC	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
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Vermilion Holdings 26, LLC	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
Vermilion Holdings 26, LLC	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00

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Vermilion Holdings 26, LLC	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
Vermilion Holdings 26, LLC	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010 PQ No. A18360005-00
Wagner Oil Company	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
Wagner Oil Company	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
Wagner Oil Company	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
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Wagner Oil Company	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
Wagner Oil Company	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00
Wagner Oil Company	00051056	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 02/22/2011 PQ No. C18360103-00
Wagner Oil Company	00048950	PetroQuest Energy, L.L.C.	Operating Agreement Dated: 12/02/2010 PQ No. A18360005-00
Walter Oil & Gas Corp	00019520	PetroQuest Energy, L.L.C.	Participation Agreement Dated: 05/17/2006 PQ No. A18360001-00
Walter Oil & Gas Corp	00087587	PetroQuest Energy, L.L.C.	Letter Agreement Dated: 06/13/2008 PQ No. C18360288-00
Walter Oil & Gas Corp	00027658	PetroQuest Energy, L.L.C.	First Amendment to Participation Agreement: 07/09/2008 PQ No. C18360062-00
Walter Oil & Gas Corp	00027659	PetroQuest Energy, L.L.C.	Correction to First Amendment to Participation Agreement Dated: 07/16/2008
Walter Oil & Gas Corp	00026024	PetroQuest Energy, L.L.C.	Amendment to Participation Agreement Dated: 01/15/2009 PQ No. C18360061-00

Contract Counterparty	Contract Number	Debtor	Description of Contract
Walter Oil & Gas Corp	00044195	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 07/23/2010 PQ No. C18360090-00
Walter Oil & Gas Corp	00051055	PetroQuest Energy, L.L.C.	Amendment to Participation Agreements Dated: 01/12/2011 PQ No. C18360102-00
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